

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: **M/s BGIL FILMS & TECHNOLOGIES LIMITED (SCRIP: 511664)**

Quarter ending on: **31<sup>ST</sup> MARCH, 2013**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	Yes	Presently, the Board comprises of Five Directors, consisting of two Executive Directors, one being the Chairman and Managing Director And other being the whole time Director and three Non-Executive Independent Directors. Mrs. Jaya Misra appointed as Independent Director of the company w.e.f. 11 <sup>th</sup> February, 2013.
(B) Non-Executive Directors' compensation & disclosures	49 (IB)	Yes	-----
(C) Other provisions as to Board and Committees	49 (IC)	Yes	-----
(D) Code of Conduct	49 (ID)	Yes	The Company has formulated and adopted a Code of Business Conduct which is applicable to its Directors and Senior Management . The said code has been pasted on its website.
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	Two-third Members of the Committee consists of Independent Non-Executive Directors. The Chairman of the Committee is an Independent Non-Executive Director.
(B) Meeting of Audit Committee	49 (IIB)	Yes	The Committee is regular in holding meetings.



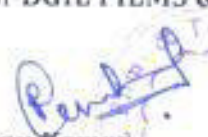
(C) Powers of Audit Committee	49 (IIC)	Yes	Audit Committee has all the Powers, to carry on their work, effectively and efficiently.
(D) Role of Audit Committee	49 (IID)	Yes	Complied as per clause 49 of Listing agreement.
(E) Review of Information by Audit Committee	49 (IIE)	Yes	Complied as per clause 49 of Listing agreement.
<b>III. Subsidiary Companies</b>	49 (III)	N. A.	There is no Subsidiary Company.
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	Will be complied in the annual report 2012-13.
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	Treatment different from that Accounting Standards has not been followed in preparation of the financial statements.
(C) Board Disclosures	49 (IV C)	Yes	Have been complied with.
(D) Proceeds from public issues, rights issues, preferential issues etc.		N.A	The Company has not raised any money through public issues, rights issues, preferential issues etc. in this quarter.
(E) Remuneration of Directors	49 (IV D) 49 (IV E)	Yes	Will be complied in the annual report 2012-13
(F) Management	49 (IV F)	Yes	Will be complied in the annual report 2012-13
(G) Shareholders	49 (IV G)	Yes	Will be complied in the annual report 2012-13
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	Will be complied at the time of



			financial statements for the year ended March 31, 2013.
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Will be complied in the annual report 2012-13
<b>VII. Compliance</b>	49 (VII)	Yes	Will be complied in the annual report 2012-13

For **BGIL FILMS & TECHNOLOGIES LTD.**

**Date: 12.04.2013**  
**Place: New Delhi**

  
**Renu Kamra**  
*Company Secretary & Compliance Officer*

